

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

**In re**

**THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

**THE COMMONWEALTH OF PUERTO RICO  
*et al.*,**

**Debtors.<sup>1</sup>**

) **PROMESA**

) **Title III**

) **No. 17 BK 3283-LTS**

) **(Jointly Administered)**

) ECF Dkt. Nos. 4897, 8520, 9212, 12347,  
) 13682, 13742, 13681

) **Telephonic Hearing date:** December 9, 2020 at 9:30  
) a.m. (AST)

**FEE EXAMINER'S SUPPLEMENTAL REPORT ON UNCONTESTED  
PROFESSIONAL FEE APPLICATIONS  
RECOMMENDED FOR COURT APPROVAL AT OR BEFORE THE  
OMNIBUS HEARING SCHEDULED FOR DECEMBER 9, 2020 AT 9:30 A.M. (AST)**

TO: HON. LAURA TAYLOR SWAIN,  
UNITED STATES DISTRICT JUDGE

This supplemental report addresses seven previously deferred and now uncontested interim fee applications for the Court's approval at or before the December 9, 2020 omnibus hearing. The Fee Examiner recommends the Court's approval of these applications, with adjustments, through the entry of the attached proposed order.

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

## SUPPLEMENTAL REPORT

On October 21, 2020, the Fee Examiner filed the Fee Examiner's *Report on Uncontested Professional Fee Matters for Consideration in Connection with the October 28, 2020 Omnibus Hearing* [Dkt. No. 14756] (the "**Ninth Interim Fee Period Report**"). The Ninth Interim Fee Period Report recommended the approval of an initial group of interim applications for the Ninth Interim (February 1-May 31, 2020) and prior fee periods. It also notified the Court, the parties and the public of the consensual deferral of a group of applications for later consideration (the "**Deferred Interim Fee Applications**") while discussions continued and some professionals provided additional data and detail.

On October 26, 2020, the Court entered the *Omnibus Order Awarding: I. Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Ninth Interim (February 1, 2020-May 31, 2020) and Prior Compensation Periods; II. Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Final Fee Period* [Dkt. No. 14925] (the "**Ninth Interim Compensation Order**") allowing, with adjustments, 35 interim fee applications and one final fee application.

The Fee Examiner now recommends for approval, on an uncontested basis, seven additional interim fee applications as outlined on **Exhibit A**. The Deferred Interim Fee Applications listed on **Exhibit B** and the deferred final COFINA fee applications listed on **Exhibit C** remain the subject of discussions. Those applications will, with the continued consent of the applicants and with the Court's permission, be deferred for consideration to the January 27, 2021 omnibus hearing or a later date.

Professionals began filing Tenth Interim Fee Period (June 1, 2020 – September 30, 2020) applications on or around November 16, 2020. The Fee Examiner expects to report on some of those applications in connection with the March 10, 2021 omnibus hearing.

## SUMMARY OF RECOMMENDATIONS

With this report, the Fee Examiner:

--Recommends Court approval of the interim fee applications detailed on **Exhibit A**; and

--Notifies the Court, consistent with paragraphs 2.h and 2.k of the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Interim Compensation Order**”), that the Fee Examiner and the applicants listed on **Exhibits B and C** are in productive discussions and—to continue their dialogue—have agreed to adjourn their consideration to the January 27, 2021 omnibus hearing or another date convenient for the Court.

## FEE REVIEW PROCESS AND STATUS

### RECOMMENDATIONS

Pursuant to the Interim Compensation Order, the Court may grant an Interim Fee Application without a hearing if the Fee Examiner recommends approval of the Interim Fee Application(s) in full or in part, and there are no objections from a party in interest. *Interim Compensation Order* at ¶ 2(j). There have been no objections filed to these applications, and the Fee Examiner has not yet found it necessary to file any objection in the last several fee periods requiring the Court’s resolution.

Attached to this Supplemental Report as **Attachment 1** is a proposed *Supplemental Omnibus Order Awarding Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses for the Ninth Interim (February 1, 2020-May 31, 2020) and Prior Compensation Periods* (the “**Proposed Supplemental Ninth Interim Compensation Order**”), which embodies the consensual reductions recommended in this report. The Proposed Supplemental Ninth Interim Compensation Order in MS Word format will be submitted to chambers upon the filing of this Supplemental Report.

The Fee Examiner asks that the Court enter the Proposed Supplemental Ninth Interim Compensation Order at its earliest convenience. As the Fee Examiner's informative motion will disclose, he and his counsel will monitor by telephone but do not intend to speak, unless the Court so requests, at the December 9, 2020 telephonic omnibus hearing if the Court enters the Proposed Supplemental Ninth Interim Compensation Order.

Dated: December 2, 2020.

**WE HEREBY CERTIFY** that on this date, we electronically filed the foregoing report with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE Legal Strategies, PSC

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*Fee Examiner*

Katherine Stadler (*Pro Hac Vice*)  
*Counsel for the Fee Examiner*

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**Fourth - Ninth Interim Fee Period Applications Recommended for Approval:**

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval		Interim Expenses Recommended for Approval
<b>Fourth Interim Fee Period (June 1 - September 30, 2018)</b>									
	<i>Investment Banker and Financial Advisor to FOMB</i>								
1	Citigroup Global Markets Inc. [Dkt. No. 4897]	6/01 - 9/30/2018	\$ 1,975,000.00	\$ -	\$ 20,450.63	\$ 10,017.23	\$ 1,975,000.00		\$ 10,433.40
	<i>Debtors' Financial Advisor</i>								
2	Deloitte Financial Advisory Services LLP [Dkt. No. 8520]	6/01 - 9/30/2018	\$ 3,055,552.20	\$ 25,000.00	\$ 116,696.34	\$ 2,250.97	\$ 3,030,552.20		\$ 114,445.37
<b>Seventh Interim Fee Period (June 1 - September 30, 2019)</b>									
	<i>Consultant to FOMB</i>								
3	PFM Group Consulting LLC [Dkt. No. 9212]	6/3 - 8/31/2019	\$ 244,842.50	\$ -	\$ -	\$ -	\$ 244,842.50		\$ -
<b>Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)</b>									
	<i>Consultant to FOMB</i>								
4	PFM Group Consulting LLC [Dkt. No. 12347]	9/1 - 11/30/2019	\$ 44,793.75	\$ -	\$ -	\$ -	\$ 44,793.75		\$ -
<b>Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)</b>									
	<i>Counsel to Official Committee of Unsecured Creditors</i>								
5	Paul Hastings LLP [Dkt. No. 13682]	2/1 - 5/31/2020	\$ 4,788,916.50	\$ 155,374.65	\$ 139,072.95	\$ -	\$ 4,633,541.85	FN 1	\$ 139,072.95
	<i>Consultant to FOMB</i>								
6	PFM Group Consulting LLC [Dkt. No. 13742]	2/1 - 5/31/2020	\$ 26,825.00	\$ -	\$ -	\$ -	\$ 26,825.00		\$ -
	<i>Financial Advisor to the Official Committee of Unsecured Creditors</i>								
7	Zolfo Cooper, LLC [Dkt. No. 13681]	2/1 - 5/31/2020	\$ 966,883.00	\$ 20,384.38	\$ 1,006.22	\$ -	\$ 946,498.62	FN 2	\$ 1,006.22

**FN 1** The Fee Examiner recommends that, for the ninth interim fee period, and only this period, the foregoing stipulated fee reductions, other than \$78,764.83, on account of certain negotiated reductions, be included within the overall 20 percent reduction, as agreed by Paul Hastings LLP, in total fees sought by Paul Hastings LLP as part of its final fee application, which fee application is subject to Court approval. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are authorized and directed to pay Paul Hastings LLP 80 percent of the fees in the amount of \$4,710,151.68 (i.e., \$4,788,916.50 minus the aforementioned credit of \$78,764.83).

**FN 2** The Fee Examiner recommends that the stipulated fee reductions identified on this Exhibit, other than \$552.00 for an identified and acknowledged billing error, be included with the agreed overall 20 per cent reduction in total fees sought by Zolfo Cooper, LLC as part of its final fee application.

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

Fourth - Ninth Interim Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
<b>Fourth Interim Fee Period (June 1 - September 30, 2018)</b>								
	<i>Financial Advisors to Commonwealth</i>							
1-a	Ankura Consulting Group, LLC [Dkt. No. 4358]	6/01 - 9/30/2018	\$ 2,373,633.63		\$ 199,003.27			
	<i>Financial Advisors to PREPA</i>							
1-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1048]	6/01 - 9/30/2018	\$ 2,779,593.00		\$ 216,596.27			
	<i>Debtors' Consultant</i>							
2	Deloitte Consulting LLP [Dkt. No. 9274]	8/01 - 9/30/2018	\$ 653,692.09		\$ -			
<b>Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)</b>								
	<i>Financial Advisors to Commonwealth</i>							
3-a	Ankura Consulting Group, LLC [Dkt. No. 8454]	10/1/2018 - 1/31/2019	\$ 3,223,148.50		\$ 181,809.03			
	<i>Financial Advisors to PREPA</i>							
3-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1137]	10/1/2018 - 1/31/2019	\$ 3,080,936.50		\$ 228,902.66			
	<i>Puerto Rico Counsel for PREPA</i>							
4	Cancio Nadal Rivera & Diaz P.S.C. [Dkt. No. 5810 and 17-4780 Dkt. No. 1133]	10/1/2018 - 1/31/2019	\$ 541,280.00		\$ 756.22			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
5	Citigroup Global Markets Inc. [Dkt. No. 14522]	10/1/2018 - 1/31/2019	\$ 1,975,000.00		\$ 41,623.98			
	<i>Debtors' Consultant</i>							
6	Deloitte Consulting LLP [Dkt. No. 9275]	10/01/2018 - 1/31/2019	\$ 1,757,608.44		\$ 304,050.65			
	<i>Debtors' Advisor</i>							
7	Deloitte Financial Advisory Services LLP [Dkt. No. 10530]	10/01/2018 - 1/31/2019	\$ 2,040,973.20		\$ 77,313.82			
	<i>Counsel to AAFAF - PREPA</i>							
8-a	O'Melveny & Myers [Dkt. No. 6042 and 17-4780 Dkt. No. 1147]	10/1/2018 - 1/31/2019	\$ 4,076,587.31		\$ 57,507.47			
	<i>Counsel to AAFAF - COFINA</i>							
8-b	O'Melveny & Myers [Dkt. No. 6043]	10/1/2018 - 1/31/2019	\$ 1,412,850.36		\$ 16,394.02			
	<i>Counsel for AAFAF - ERS</i>							
8-c	O'Melveny & Myers [Dkt. No. 6044]	10/1/2018 - 1/31/2019	\$ 188,464.21		\$ 10,558.23			
	<i>Counsel to AAFAF - HTA</i>							
8-d	O'Melveny & Myers [Dkt. No. 6045]	10/1/2018 - 1/31/2019	\$ 180,162.60		\$ 6,214.30			
	<i>Counsel to AAFAF - Commonwealth</i>							
8-e	O'Melveny & Myers [Dkt. No. 6047]	10/1/2018 - 1/31/2019	\$ 4,402,648.26		\$ 136,119.82			
<b>Sixth Interim Fee Period (February 1 - May 31, 2019)</b>								
	<i>Financial Advisors to Commonwealth</i>							
9-a	Ankura Consulting Group, LLC [Dkt. No. 12180]	2/1 - 5/31/2019	\$ 4,069,840.50		\$ 219,612.81			
	<i>Financial Advisors to PREPA</i>							
9-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]	2/1 - 5/31/2019	\$ 2,890,183.50		\$ 276,996.38			
	<i>Debtors' Advisor</i>							
10	Deloitte Financial Advisory Services LLP [Dkt. No. 14573]	2/1 - 5/31/2019	\$ 5,891,411.40		\$ 313,178.46			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
11	Citigroup Global Markets Inc. [Dkt. No. 14523]	2/1 - 5/31/2019	\$ 4,300,000.00		\$ 26,187.61			

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PROMESA Title III No. 17 BK 3283-LTS

## Fourth - Ninth Interim Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Special Counsel to FOMB - PREPA</i>							
12	Nixon Peabody LLP [Dkt. No. 9538]	2/1 - 5/31/2019	\$ 371,931.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
13-a	O'Melveny & Myers [Dkt. No. 8180]	2/1 - 5/31/2019	\$ 2,873,762.15		\$ 244,200.68			
	<i>Counsel to AAFAF - HTA</i>							
13-b	O'Melveny & Myers [17-3567 Dkt. No. 615]	2/1 - 5/31/2019	\$ 85,817.14		\$ 1,037.31			
	<i>Counsel for AAFAF - ERS</i>							
13-c	O'Melveny & Myers [17-3566 Dkt. No. 658]	2/1 - 5/31/2019	\$ 2,292,671.25		\$ 64,457.00			
	<i>Counsel to AAFAF - PREPA</i>							
13-d	O'Melveny & Myers [17-4780 Dkt. No. 1489]	2/1 - 5/31/2019	\$ 4,809,921.59		\$ 129,968.65			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
14	PJT Partners LP [Dkt. No. 8014]	2/1 - 5/31/2019	\$ 5,000,000.00		\$ 333.16			
	<b>Seventh Interim Fee Period (June 1 - September 30, 2019)</b>							
	<i>Financial Advisors to Commonwealth</i>							
15-a	Ankura Consulting Group, LLC [Dkt. No. 13725]	6/1 - 9/30/2019	\$ 5,355,672.59		\$ 309,366.13			
	<i>Financial Advisors to PREPA</i>							
15-b	Ankura Consulting Group, LLC [17-4780 Dkt. No. 1788]	6/1 - 9/30/2019	\$ 2,778,349.50		\$ 230,089.53			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
16-a	Brown Rudnick LLP [Dkt. No. 9316]	6/1 - 9/30/2019	\$ 1,261,053.00		\$ 205,804.25			
	<i>Claims Counsel to FOMB - HTA</i>							
16-b	Brown Rudnick LLP [17-3567 Dkt. No. 654]	6/1 - 9/30/2019	\$ 2,817.00		\$ -			
	<i>Claims Counsel to FOMB - ERS</i>							
16-c	Brown Rudnick LLP [17-3566 Dkt. No. 717]	6/1 - 9/30/2019	\$ 29,348.00		\$ -			
	<i>Claims Counsel to FOMB - PREPA</i>							
16-d	Brown Rudnick LLP [17-4780 Dkt. No. 1778]	6/1 - 9/30/2019	\$ 439,667.00		\$ 9,138.57			
	<i>Debtors' Advisor</i>							
17	Deloitte Financial Advisory Services LLP [Dkt. No. 15099]	6/1 - 9/30/2019	\$ 1,988,099.60		\$ 126,001.20			
	<i>Financial Advisor to FOMB</i>							
18	Ernst & Young LLP [Dkt. No. 10829]	6/1 - 9/30/2019	\$ 5,034,312.80		\$ 116,907.08			
	<i>Puerto Rico Counsel to AAFAF</i>							
19	Marini Pietrantonio Muniz LLC [Dkt. No. 9245]	6/1 - 9/30/2019	\$ 211,088.64		\$ 2,648.66			
	<i>Special Counsel to FOMB - PREPA</i>							
20	Nixon Peabody LLP [Dkt. No. 9539]	6/1 - 9/30/2019	\$ 80,805.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
21-a	O'Melveny & Myers [Dkt. No. 9332]	6/1 - 9/30/2019	\$ 5,369,124.54		\$ 183,905.55			
	<i>Counsel to AAFAF - HTA</i>							
21-b	O'Melveny & Myers [17-3567 Dkt. No. 657]	6/1 - 9/30/2019	\$ 58,957.87		\$ 2,178.58			
	<i>Counsel to AAFAF - ERS</i>							
21-c	O'Melveny & Myers [17-3566 Dkt. No. 724]	6/1 - 9/30/2019	\$ 512,322.11		\$ 56,015.15			
	<i>Counsel to AAFAF - PREPA</i>							
21-d	O'Melveny & Myers [Dkt. No. 9354 and 17-04780 Dkt. No. 1786]	6/1 - 9/30/2019	\$ 3,574,768.47		\$ 126,501.00			

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Fourth - Ninth Interim Fee Period Applications Recommended for Deferral:

	Applicant	Compensation Period	Interim Fees Requested	Fee Examiner's Recommended Fee Adjustments	Interim Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Interim Fees Recommended for Approval	Interim Expenses Recommended for Approval
	<i>Puerto Rico Counsel to FOMB</i>							
22	<b>O'Neill &amp; Borges LLC [Dkt. No. 13849]</b>	6/1 - 9/30/2019	\$ 496,363.95		\$ 9,654.18			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
23	<b>PJT Partners LP [Dkt. No. 9215]</b>	6/1 - 9/30/2019	\$ 5,000,000.00		\$ 6,980.89			
	<i>Counsel to Debtors - Commonwealth</i>							
24-a	<b>Proskauer Rose LLP [Dkt. No. 9624]</b>	6/1 - 9/30/2019	\$ 11,293,301.10		\$ 292,282.61			
	<i>Counsel to Debtors - ERS</i>							
24-b	<b>Proskauer Rose LLP [Dkt. No. 9630 and 17-3566 Dkt. No. 747]</b>	6/1 - 9/30/2019	\$ 1,811,241.00		\$ 139,973.00			
	<i>Counsel to Debtors - HTA</i>							
24-c	<b>Proskauer Rose LLP [Dkt. No. 9628 and 17-3567 Dkt. No. 664]</b>	6/1 - 9/30/2019	\$ 491,537.70		\$ 13,238.66			
	<i>Counsel to Debtors - PREPA</i>							
24-d	<b>Proskauer Rose LLP [Dkt. No. 9626 and 17-04780 Dkt. No. 1838]</b>	6/1 - 9/30/2019	\$ 5,893,697.40		\$ 151,543.10			
	<b>Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)</b>							
	<i>Financial Advisors to Commonwealth</i>							
25-a	<b>Ankura Consulting Group, LLC [Dkt. No. 14031]</b>	10/1/2019 - 1/31/2020	\$ 4,568,311.20		\$ 226,836.98			
	<i>Financial Advisors to PREPA</i>							
25-b	<b>Ankura Consulting Group, LLC [17-4780 Dkt. No. 1977]</b>	10/1/2019 - 1/31/2020	\$ 2,129,389.00		\$ 170,218.54			
	<i>Claims Counsel to FOMB - Commonwealth</i>							
26-a	<b>Brown Rudnick LLP [Dkt. No. 12847]</b>	10/1/2019 - 1/31/2020	\$ 643,562.50		\$ 40,133.81			
	<i>Claims Counsel to FOMB - ERS</i>							
26-b	<b>Brown Rudnick LLP [17-3566 Dkt. No. 864]</b>	10/1/2019 - 1/31/2020	\$ 178,082.50		\$ 598.20			
	<i>Claims Counsel to FOMB - HTA</i>							
26-c	<b>Brown Rudnick LLP [17-3567 Dkt. No. 766]</b>	10/1/2019 - 1/31/2020	\$ 2,885.00		\$ -			
	<i>Claims Counsel to FOMB - PREPA</i>							
26-d	<b>Brown Rudnick LLP [17-4780 Dkt. No. 1965]</b>	10/1/2019 - 1/31/2020	\$ 261,844.00		\$ 2,889.11			
	<i>Servicing Agent for PROMESA</i>							
27	<b>Epiq Corporate Restructuring, LLC and Epiq eDiscovery Solutions [Dkt. No. 14454]</b>	12/1/2018 - 12/31/2019	\$ 78,640.00		\$ 96,562.23			
	<i>Financial Advisor to FOMB</i>							
28	<b>Ernst &amp; Young LLP [Dkt. No. 15066]</b>	10/1/2019 - 1/31/2020	\$ 5,333,685.84		\$ 255,437.27			
	<i>Puerto Rico Counsel to AAFAF</i>							
29	<b>Marini Pietrantonio Muniz LLC [Dkt. No. 12262]</b>	10/1/2019 - 1/31/2020	\$ 247,098.80		\$ 668.80			
	<i>Special Counsel to FOMB - PREPA</i>							
30	<b>Nixon Peabody LLP [Dkt. No. 13600]</b>	10/1/2019 - 1/31/2020	\$ 80,352.00		\$ -			
	<i>Counsel to AAFAF - Commonwealth</i>							
31-a	<b>O'Melveny &amp; Myers [Dkt. No. 12907]</b>	10/1/2019 - 1/31/2020	\$ 3,667,195.71		\$ 161,626.21			
	<i>Counsel to AAFAF - HTA</i>							
31-b	<b>O'Melveny &amp; Myers [17-3567 Dkt. No. 770]</b>	10/1/2019 - 1/31/2020	\$ 193,824.05		\$ 3,277.17			
	<i>Counsel to AAFAF - ERS</i>							
31-c	<b>O'Melveny &amp; Myers [17-3566 Dkt. No. 873]</b>	10/1/2019 - 1/31/2020	\$ 1,825,934.30		\$ 46,865.14			
	<i>Counsel to AAFAF - PREPA</i>							
31-d	<b>O'Melveny &amp; Myers [17-04780 Dkt. No. 1970]</b>	10/1/2019 - 1/31/2020	\$ 2,610,546.25		\$ 145,263.53			



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	<i>Puerto Rico Counsel to FOMB</i>							
32	O'Neill & Borges LLC [Dkt. No. 13849]	10/1/2019 - 1/31/2020	\$ 341,410.50		\$ 8,989.93			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
33	PJT Partners LP [Dkt. No. 12401]	10/1/2019 - 1/31/2020	\$ 5,000,000.00		\$ 19,449.79			
	<i>Counsel to Debtors - Commonwealth</i>							
34-a	Proskauer Rose LLP [Dkt. No. 12831]	10/1/2019 - 1/31/2020	\$ 11,904,959.70		\$ 488,281.95			
	<i>Counsel to Debtors - ERS</i>							
34-b	Proskauer Rose LLP [Dkt. No. 12833 and 17-3566 Dkt. No. 862]	10/1/2019 - 1/31/2020	\$ 1,732,608.90		\$ 72,528.81			
	<i>Counsel to Debtors - HTA</i>							
34-c	Proskauer Rose LLP [Dkt. No. 12827 and 17-3567 Dkt. No. 764]	10/1/2019 - 1/31/2020	\$ 2,967,593.10		\$ 82,253.31			
	<i>Counsel to Debtors - PBA</i>							
34-d	Proskauer Rose LLP [Dkt. No. 12835 and 19-5523 Dkt. No. 70]	9/1/2019 - 1/31/2020	\$ 264,301.80		\$ 105.80			
	<i>Counsel to Debtors - PREPA</i>							
34-e	Proskauer Rose LLP [Dkt. No. 12829 and 17-4780 Dkt. No. 1963]	10/1/2019 - 1/31/2020	\$ 5,694,120.30		\$ 316,994.84			
	<b>Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)</b>							
	<i>Financial Advisors to Commonwealth</i>							
35	Ankura Consulting Group, LLC [Dkt. No. 14924]	2/1 - 5/31/2020	\$ 4,634,422.41		\$ 62,803.01			
	<i>Financial Advisor to FOMB</i>							
36	Ernst & Young LLP [Dkt. No. 15096]	2/1 - 5/31/2020	\$ 7,526,389.70		\$ 121,739.82			
	<i>Puerto Rico Counsel to AAFAF</i>							
37	Marini Pietrantonio Muniz LLC [Dkt. No. 13685]	2/1 - 5/31/2020	\$ 321,504.60		\$ 2,143.45			
	<i>Counsel to AAFAF - Commonwealth</i>							
38-a	O'Melveny & Myers [Dkt. No. 14179]	2/1 - 5/31/2020	\$ 7,065,558.67		\$ 211,500.79			
	<i>Counsel to AAFAF - ERS</i>							
38-b	O'Melveny & Myers [17-3566 Dkt. No. 967]	2/1 - 5/31/2020	\$ 2,486,200.45		\$ 51,467.03			
	<i>Counsel to AAFAF - HTA</i>							
38-c	O'Melveny & Myers [17-3567 Dkt. No. 920]	2/1 - 5/31/2020	\$ 135,148.72		\$ 4,217.61			
	<i>Counsel to AAFAF - PREPA</i>							
38-d	O'Melveny & Myers [17-4780 Dkt. No. 2175]	2/1 - 5/31/2020	\$ 1,036,139.40		\$ 129,247.99			
	<i>Investment Banker and Financial Advisor to FOMB</i>							
39	PJT Partners LP [Dkt. No. 14041]	2/1 - 5/31/2020	\$ 5,000,000.00		\$ 30,021.86			
	<i>Counsel to Debtors - Commonwealth</i>							
40-a	Proskauer Rose LLP [Dkt. No. 14348]	2/1 - 5/31/2020	\$ 16,498,056.60		\$ 812,642.95			
	<i>Counsel to Debtors - ERS</i>							
40-b	Proskauer Rose LLP [Dkt. No. 14350 and 17-3566 Dkt. No. 988]	2/1 - 5/31/2020	\$ 1,866,775.20		\$ 49,926.81			
	<i>Counsel to Debtors - HTA</i>							
40-c	Proskauer Rose LLP [Dkt. No. 14352 and 17-3567 Dkt. No. 925]	2/1 - 5/31/2020	\$ 657,568.80		\$ 27,280.77			
	<i>Counsel to Debtors - PBA</i>							
40-d	Proskauer Rose LLP [Dkt. No. 14356 and 19-5523 Dkt. No. 96]	2/1 - 5/31/2020	\$ 162,451.80		\$ 443.90			
	<i>Counsel to Debtors - PREPA</i>							
40-e	Proskauer Rose LLP [Dkt. No. 14354 and 17-4780 Dkt. No. 2208]	2/1 - 5/31/2020	\$ 2,997,464.10		\$ 255,819.76			

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**FINAL Fee Applications Recommended for Deferral:**

	Applicant	Compensation Period	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Recommended Expense Adjustments	Final Fees Recommended for Approval	Final Expenses Recommended for Approval
	<i>Counsel to AAFAF</i>							
1	DLA Piper [Dkt. No. 7973]	6/1/2017 - 4/30/2019	\$ 3,144,379.59		\$ 40,693.07			
	<i>Counsel to AAFAF - COFINA</i>							
2	O'Melveny & Myers [17-3284 Dkt. No. 640]	5/5/2017 - 2/12/2019	\$ 8,674,704.03		\$ 78,506.01			

## **ATTACHMENT 1**

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

**In re**

# THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,

As a representative of

**THE COMMONWEALTH OF PUERTO RICO**  
*et al.,*

**Debtors.**<sup>1</sup>

# PROMESA

### Title III

**No. 17 BK 3283-LTS**

**(Jointly Administered)**

**Re:** ECF Dkt. Nos. 4897, 8520, 9212,  
12347, 13681, 13682, 13742

**Hearing Date:** December 9, 2020 at 9:30 a.m. (AST)

**SUPPLEMENTAL OMNIBUS ORDER AWARDING:  
INTERIM ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE NINTH INTERIM  
(FEBRUARY 1, 2020-MAY 31, 2020) AND PRIOR COMPENSATION PERIODS**

This matter coming before the Court on the interim and final fee applications (together Docket Entry Nos. 4897, 8520, 9212, 12347, 13681, 13682, 13742 the (“**Applications**”)), all as indicated as “Recommended for Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. \_\_\_\_]; and the Court finding that:

(a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and

(b) notice of the Applications and the hearing thereon being adequate under the circumstances;

and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications;

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis as set forth on the attached **Exhibit A**.
2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary

expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.

5. Pursuant to the Fee Examiner’s report, the interim fee applications listed on **Exhibit B** and the final applications listed on **Exhibit C** of the report [Docket Entry Nos. 640 [Case No. 17-3284], 658, 717, 724, 747, 862, 864, 873, 967, 988 [Case No. 17-3566], 615, 654, 657, 664, 764, 766, 770, 920, 925 [Case No. 17-3567], 1048, 1133, 1137, 1147, 1489, 1604, 1778, 1786, 1788, 1838, 1963, 1965, 1970, 1977, 2175, 2208 [Case No. 17-4780], 70, 96 [Case No. 19-5523], 4358, 5810, 6042, 6043, 6044, 6045, 6047, 7973, 8014, 8180, 8454, 9215, 9245, 9274, 9275, 9316, 9332, 9354, 9538, 9539, 9624, 9626, 9628, 9630, 10530, 10829, 12180, 12262, 12401, 12827, 12829, 12831, 12833, 12835, 12847, 12907, 13600, 13624, 13685, 13725, 13742, 13849, 13891, 14031, 14041, 14179, 14348, 14350, 14352, 14354, 14356, 14454, 14522, 14523, 14573] remain adjourned for consideration at a later hearing date.

6. This Order resolves Docket Entry Nos. 4897, 8520, 9212, 12347, 13681, 13682, 13742.

SO ORDERED.

Dated: December \_\_\_\_, 2020

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LAURA TAYLOR SWAIN  
United States District Judge